



One Firm WorldwideSM



MERGERS & ACQUISITIONS PRACTICE

Jones Day's Mergers & Acquisitions Practice is the largest single component of our nondisputes business and is among the largest M&A practices in the world. We represent bidders, targets, financial advisors, and other parties in deals ranging from small, privately negotiated transfers of shares or assets to leveraged buyouts, domestic and cross-border public company combinations, joint ventures and strategic alliances, bankruptcy buyouts and other distressed M&A transactions, going-private transactions, and contested takeovers. Our lawyers are effective both at the negotiating table and in the boardroom, with significant experience with respect to regulations under the Sarbanes-Oxley Act, including independence requirements for members of the board and financial expert and other audit committee requirements. We benefit from a broad and diverse client base, resulting

in a team of lawyers with significant knowledge and experience in a wide range of industries.

Jones Day consistently ranks among the top law firms for the representation of principals in M&A transactions in all published league tables. On the following pages, you will find representative examples of M&A deals on which Jones Day acted as legal advisor.

Interdisciplinary teaming is the central concept underlying our approach to substantial M&A assignments. Our M&A team is composed of corporate, tax, and regulatory lawyers who are recognized for their substantive knowledge, creativity, and intensity. Our objective in any client engagement is to bring the Firm's extensive experience and scalable resources to bear on a real-time, cost-effective basis.

\$55 billion

advice to
TOTAL S.A.

in its unsolicited exchange offer
for Elf Aquitaine, Elf's counteroffer,
and the resulting merger

March 2000

\$47 billion

advice to
NEXTEL COMMUNICATIONS, INC.

in its merger of equals
with Sprint Corporation

August 2005

\$43 billion

advice to
**POTASH CORPORATION OF
SASKATCHEWAN INC.**

in its defense of a hostile takeover bid by
the BHP Billiton Group

August 2010

\$17 billion

advice to
ALBERTSON'S, INC.

in its acquisition by a consortium of
investors including SUPERVALU INC.,
CVS Corporation, and an investor group
led by Cerberus Capital Management

June 2006

\$17 billion

advice to
**FEDERATED DEPARTMENT
STORES, INC.**

in its acquisition of
The May Department Stores Company

August 2005

\$17 billion

advice to
UNICOM CORPORATION

in its merger with
PECO Energy Company

October 2000

\$10 billion

advice to
THE LUBRIZOL CORPORATION

in its acquisition by
Berkshire Hathaway Inc.

March 2011

\$10 billion

advice to
R.H. DONNELLEY CORPORATION

in its acquisition of
Dex Media, Inc.

January 2006

\$10 billion

advice to
**R.J. REYNOLDS TOBACCO
HOLDINGS, INC.**

in the combination of its business
with the U.S. assets and operations of
British American Tobacco p.l.c.

July 2004

\$8 billion

advice to
FRANCE TELECOM S.A.

in its acquisition of a controlling
interest in Auna Operadores de
Telecomunicaciones S.A.

November 2005

\$8 billion

advice to
**J.P. MORGAN & CO. AND
SOCIETE GENERALE,**

financial advisors to Pernod Ricard S.A.,
in connection with its joint acquisition with
Diageo plc of Seagram Spirits and Wine from
Vivendi Universal S.A.

December 2001

\$7 billion

advice to
TEXAS INSTRUMENTS INCORPORATED

in its acquisition of
National Semiconductor Corporation

April 2011

\$7 billion

advice to
ABBOTT LABORATORIES

in its acquisition of
the worldwide pharmaceuticals
business of BASF AG

March 2001

\$6 billion

advice to
SAP AG

in its acquisition of Sybase, Inc.

August 2010

\$6 billion

advice to
**ULTRAMAR DIAMOND
SHAMROCK CORP.**

in its acquisition by
Valero Energy Corporation

December 2001

\$23 billion

advice to
ALTIMO
in its formation of VimpelCom Ltd with Telenor by combining their respective holdings in OJSC VimpelCom and Kyivstar

October 2009

\$18 billion

advice to
GOODRICH CORPORATION
in its merger with United Technologies Corp.

September 2011

\$18 billion

advice to
ALFA GROUP AND ACCESS-RENOVA GROUP
in the formation of TNK-BP, an oil and gas joint venture with BP p.l.c.

August 2003

\$15 billion

advice to
R.J. REYNOLDS TOBACCO HOLDINGS, INC.
in its acquisition of Nabisco Group Holdings Corp.

December 2000

\$12 billion

advice to
ERNST & YOUNG
in the sale of its worldwide consulting business to Cap Gemini SA

May 2000

\$11 billion

advice to
FIRSTENERGY CORP.
in its acquisition of GPU, Inc.

November 2001

\$9 billion

advice to
CONTINENTAL AIRLINES, INC.
in its all-stock merger of equals with United Airlines

May 2010

\$9 billion

advice to
MORGAN STANLEY REAL ESTATE FUNDS,
lead investor in the investor group buyout of Canary Wharf Group plc

July 2004

\$9 billion

advice to
ATECS MANNESMANN AG
in its acquisition by a joint venture between Siemens AG and Robert Bosch GmbH

April 2001

\$7 billion

advice to
SPRINT NEXTEL CORPORATION
in its acquisition of the outstanding publicly traded shares of Nextel Partners

June 2006

\$7 billion

advice to
SPRINT NEXTEL CORPORATION
in the spinoff of its local communications business as a new company named Embarq Corporation

May 2006

\$7 billion

advice to
UNITED STATES TRUST COMPANY OF NEW YORK
as Trustee of the General Motors Hourly-Rate Employees Pension Plan and General Motors Welfare Benefit Trust in the sale of a 34% equity interest in Hughes Electronics Corporation to News Corporation and the separation of Hughes from General Motors Corporation

December 2003

\$6 billion

advice to
FRANCE TELECOM S.A.
in its acquisition of a majority stake in Equant N.V. and the merger of Equant with the corporate data services business of Global One, a France Telecom subsidiary

June 2001

\$5 billion

advice to
ALINTA LIMITED
in the merger of its infrastructures business with the infrastructures business of The Australian Gas Light Company

October 2006

\$5 billion

advice to
J.C. PENNEY COMPANY, INC.
in the sale of its Eckerd drugstore operations to The Jean Coutu Group (PJC) Inc. and CVS Corporation

July 2004

\$5 billion

advice to
FLOWERS INDUSTRIES, INC.

in the sale of its controlling interest in Keebler Foods Company to Kellogg Company and the spinoff of its Flowers Bakeries and Mrs. Smith's Bakeries businesses

March 2001

CAD\$5 billion

advice to
CLIFFS NATURAL RESOURCES INC.

in its acquisition of Consolidated Thompson Iron Mines Limited

January 2011

\$4 billion

advice to
HUNT PETROLEUM CORP.

in its acquisition by XTO Energy Inc.

June 2008

\$4 billion

advice to
GENERAL ELECTRIC COMPANY

in the successful takeover bid for Sophia SA by GE Real Estate Investissement France

January 2004

\$3 billion

advice to
INTERNATIONAL COAL GROUP, INC.

in its acquisition by Arch Coal, Inc.

May 2011

\$3 billion

advice to
CELGENE CORPORATION

in its agreement to acquire Abraxis BioScience, Inc.

June 2010

\$3 billion

advice to
WASHINGTON GROUP INTERNATIONAL, INC.

in its acquisition by URS Corporation

November 2007

\$3 billion

advice to
CALEAST INDUSTRIAL INVESTORS LLC

in its acquisition of CenterPoint Properties Trust

March 2006

\$3 billion

advice to
ALFA GROUP

in the formation of Cukurova Telecom Holdings Limited, a joint venture with Cukurova Group, to hold a 27% interest in Turkcell Iletisim Hizmetleri A.S.

November 2005

\$2 billion

advice to
FRANCE TELECOM S.A.

in its acquisition of the stakes of the principal minority shareholders of France Telecom España

April 2009

\$2 billion

advice to
TRIARC COMPANIES, INC.

in its acquisition of Wendy's International, Inc.

April 2008

\$2 billion

advice to
NATIONWIDE MUTUAL INSURANCE COMPANY

in its acquisition of Nationwide Financial Services, Inc.

March 2008

\$2 billion

advice to
OSPRAIE MANAGEMENT, LLC

in its acquisition of ConAgra Trade Group

March 2007

\$2 billion

advice to
THE READER'S DIGEST ASSOCIATION, INC.

in its acquisition by an investor group led by Ripplewood Holdings LLC

March 2007

\$2 billion

advice to
USG CORPORATION

in its rights offering, supported by a backstop equity agreement from Berkshire Hathaway Inc., to fund the company's asbestos claims settlement and emergence from bankruptcy

July 2006

\$4 billion

advice to
OAO NK ROSNEFT

in the formation of a joint venture with Chinese oil company Sinopec to manage a 96.86% interest in OAO Udmurtneft

November 2006

\$4 billion

advice to
REYNOLDS AMERICAN INC.

in its acquisition of
Conwood Tobacco Companies

May 2006

\$4 billion

advice to
INTERNATIONAL STEEL GROUP INC.

in its merger with
Ispat International N.V. to form
Mittal Steel Company N.V.

April 2005

\$3 billion

advice to
ABBOTT LABORATORIES

in its acquisition of
Advanced Medical Optics, Inc.

January 2009

\$3 billion

advice to
PROCTER & GAMBLE

in its exchange offer effecting the spinoff of The Folgers Coffee Company and subsequent Reverse Morris Trust merger with The J.M. Smucker Company

June 2008

\$3 billion

advice to
DIEBOLD, INCORPORATED

in United Technologies Corp.'s
unsolicited tender offer for the company

March 2008

\$3 billion

advice to
GALILEO INTERNATIONAL, INC.

in its acquisition by
Cendant Corporation

October 2001

\$2 billion

advice to
THE PROCTER & GAMBLE COMPANY

in the Reverse Morris Trust divestiture of its Pringles snacks business pursuant to a merger agreement with Diamond Foods, Inc., and the subsequent split- or spinoff to P&G shareholders

April 2011

\$2 billion

advice to
CHRYSLER GROUP LLC

in its group restructuring and implementation of the Fiat alliance through a Section 363 sale in bankruptcy proceedings, with U.S. government financing

August 2009

\$2 billion

advice to
NATIONAL CITY CORPORATION

in its acquisition of
MAF Bancorp, Inc.

September 2007

\$2 billion

advice to
ATLAS PIPELINE PARTNERS

in its acquisition of natural gas gathering and processing systems from Anadarko Petroleum Corporation

July 2007

\$2 billion

advice to
OMI CORPORATION

in its acquisition by
Teekay Corporation and
A/S Dampskibsselskabet TORM

June 2007

\$2 billion

advice to
CUMULUS MEDIA INC.

in the formation of Cumulus Media Partners, a partnership with Bain Capital, The Blackstone Group, and Thomas H. Lee Partners, and the partnership's acquisition of the radio business of Susquehanna Pfaltzgraff Co.

May 2006

\$2 billion

advice to
UICI

in its acquisition
by a consortium led by
The Blackstone Group

April 2006

\$2 billion

advice to
**SUMITOMO
PHARMACEUTICALS CO., LTD.**

in its merger with Dainippon
Pharmaceutical Co., Ltd.

October 2005

\$2 billion

advice to
NATIONAL CITY CORPORATION

in its acquisition of
Provident Financial Group, Inc.

July 2004

\$2 billion

advice to
the independent directors of
KINKO'S, INC.

in its acquisition by
FedEx Corporation

February 2004

\$2 billion

advice to
AQUILA, INC. AND FIRSTENERGY CORP.

in their sale of
Aquila Sterling Ltd.
to Powergen plc

January 2004

\$2 billion

advice to
FIRSTENERGY CORP.

in its sale of
Avon Energy Partners Holdings
to Aquila, Inc.

May 2002

\$2 billion

advice to
**CAISSE NATIONALE DES
CAISSES D'EPARGNE**

in the merger of its banking assets
with the banking assets of Caisse des
Dépôts et Consignations

December 2001

\$2 billion

advice to
J.C. PENNEY COMPANY, INC.

in the sale of its Direct Marketing
Services business to AEGON N.V.

June 2001

\$1 billion

advice to
H&R BLOCK, INC.

in its sale of the mortgage loan servicing
business of Option One Mortgage
Corporation to WL Ross & Co. LLC

May 2008

\$1 billion

advice to
MICRON TECHNOLOGY, INC.

in its formation of MeiYa Technology
Corporation, a joint venture with Nanya
Technology Corporation to manufacture
stacked DRAM products to be sold exclusively
to Micron and NTC

April 2008

\$1 billion

advice to
WL ROSS & CO. LLC

in its acquisition of up to
\$1 billion of Common Stock
of Assured Guaranty Ltd.

April 2008

\$1 billion

advice to
**BRIDGESTONE AMERICAS
HOLDING, INC.**

in its acquisition of
Bandag, Incorporated

June 2007

\$1 billion

advice to
ALDERWOODS GROUP, INC.

in its acquisition by
Service Corporation International

November 2006

\$1 billion

advice to
**MACQUARIE GOODMAN
MANAGEMENT LIMITED**

in its acquisition of
Akeler Holdings S.A.

November 2006

\$1 billion

advice to
AMERICAN NATIONAL POWER, INC.

in its acquisition of the Coletto Creek
Power plant from Topaz Power Group,
a joint venture between Sempra Energy
and Riverstone Holdings

July 2006

\$1 billion

advice to
THE DEUTSCH GROUP

in its acquisition by
WENDEL Investissement

June 2006

\$1 billion

advice to
COOPER TIRE & RUBBER COMPANY

in its sale of Cooper-Standard
Automotive to The Cypress Group and
Goldman Sachs Capital Partners

December 2004

\$2 billion

advice to
INTERNATIONAL STEEL GROUP INC.

in its acquisition of the assets of
Bethlehem Steel Corporation

May 2003

\$2 billion

advice to
DOLE FOOD COMPANY, INC.

in its acquisition by David Murdock,
the company's chairman and
chief executive officer

March 2003

\$2 billion

advice to
R.H. DONNELLEY CORPORATION

in its acquisition of the
directory publishing business
of Sprint Corporation

January 2003

\$1 billion

advice to
DIAMOND S SHIPPING, LLC

in its acquisition of companies owning
30 recently built medium-range
product carriers from Cido Shipping
of Hong Kong

August 2011

\$1 billion

advice to
SUNPOWER CORPORATION

in the tender offer by Total S.A. for up to
60% of SunPower's outstanding Class A
Common Shares and 60% of SunPower's
outstanding Class B Common Shares

April 2011

\$1 billion

advice to
SIBIR ENERGY PLC

in its sale of part of the company to
JSC Gazprom Neft, a subsidiary of
the Russian state-owned company
OAO Gazprom

June 2009

\$1 billion

advice to
E.ON AG

in its proposed acquisition of the
North American activities of
Airtricity, Inc.

October 2007

\$1 billion

advice to
LEWIS W. DICKEY, JR.,

chairman and CEO of Cumulus Media Inc.,
in the proposed acquisition of the company by
an investor group led by Mr. Dickey and
Merrill Lynch Global Private Equity

July 2007

\$1 billion

advice to
ATLAS ENERGY LLC

in its acquisition of
DTE Gas & Oil Company from
DTE Energy Company

June 2007

\$1 billion

advice to
EXCEL COAL LIMITED

in its acquisition by
Peabody Energy Corporation

October 2006

\$1 billion

advice to
**FEDERATED DEPARTMENT
STORES, INC.**

in the sale of its Lord & Taylor division
to NRDC Equity Partners

October 2006

\$1 billion

advice to
GEORGIA GULF CORPORATION

in its acquisition of Royal Group
Technologies Limited

October 2006

\$1 billion

advice to
NATIONAL CITY CORPORATION

in its sale of
National Processing, Inc., to
Bank of America Corporation

October 2004

\$1 billion

advice to
R.H. DONNELLEY CORPORATION

in its acquisition of SBC
Communications Inc.'s directory
publishing business in Illinois
and Northwest Indiana

September 2004

\$1 billion

advice to
ROADWAY CORPORATION

in its acquisition by
Yellow Corporation

December 2003

Parties to M&A transactions are increasingly likely to be based in two or more countries. Jones Day's global presence is a great benefit to companies involved in such transactions. With 38 locations in centers of business and finance throughout the world, Jones Day is positioned to do business where our clients do business.

ADDITIONAL INFORMATION

For additional information regarding our Mergers & Acquisitions Practice, please contact your principal Firm representative or one of the lawyers listed in this publication. General email messages may be sent using our "Contact Us" form, which can be found at www.jonesday.com.

LAWYER CONTACTS

WORLDWIDE

1.212.326.3800

Robert A. Profusek
raprofusek@jonesday.com

UNITED STATES

1.216.586.7264

Lyle G. Ganske
lgganske@jonesday.com

1.212.326.3959

John J. Hyland
jjhyland@jonesday.com

1.212.326.3981

Jere R. Thomson
jrthomson@jonesday.com

EUROPE

33.1.56.59.39.39

Wesley R. Johnson, Jr.
wrjohnsonjr@jonesday.com

ASIA

86.10.5866.1111

H. John Kao
hjkao@jonesday.com

JONES DAY GLOBAL LOCATIONS

ALKHOBAR

ATLANTA

BEIJING

BOSTON

BRUSSELS

CHICAGO

CLEVELAND

COLUMBUS

DALLAS

DUBAI

DÜSSELDORF

FRANKFURT

HONG KONG

HOUSTON

IRVINE

JEDDAH

LONDON

LOS ANGELES

MADRID

MEXICO CITY

MILAN

MOSCOW

MUNICH

NEW DELHI

NEW YORK

PARIS

PITTSBURGH

RIYADH

SAN DIEGO

SAN FRANCISCO

SÃO PAULO

SHANGHAI

SILICON VALLEY

SINGAPORE

SYDNEY

TAIPEI

TOKYO

WASHINGTON